

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

**ANYWHERECOMMERCE, INC.
and BBPOS LIMITED,**

Plaintiffs,

v.

**INGENICO INC., INGENICO CORP.,
INGENICO GROUP SA, and INGENICO
VENTURES SAS,**

Defendants.

**CIVIL ACTION NO.
1:19-cv-11457-IT**

JOINT STIPULATION OF DISMISSAL

The parties, by and through their respective counsel of record as indicated below, who are duly authorized to enter this Joint Stipulation of Dismissal (“Joint Stipulation”), hereby **STIPULATE** and **AGREE** to the following:

WHEREAS, Defendants provided to Plaintiffs a public record from the Registry of the Commercial Court of Paris entitled “EXTRAIT D'IMMATRICULATION PRINCIPALE AU REGISTRE DU COMMERCE ET DES SOCIETES / EXTRACT FROM THE REGISTRY OF COMMERCE AND COMPANIES” dated July 3, 2018 relative to the corporate registry status of named Defendant Ingenico Ventures SAS (“Ingenico Ventures”), a true and correct copy of the native and translated version is attached hereto as **Exhibit A** and incorporated herein by reference; and

WHEREAS, it appearing therein that Defendant Ingenico Ventures dissolved no later than February 12, 2018 pursuant to Article 1844-5 of the French Civil Code and deregistered as a registered corporate entity on March 7, 2018.

The parties hereby **FURTHER STIPULATE** to the following:

WHEREAS, in entering into this Joint Stipulation, Plaintiffs state that they do not release, dismiss, satisfy, discharge, or otherwise compromise in any way the validity and enforceability of the following: (a) any and all claims and defenses that they may have now or will have in the future that arise out of the conduct of Ingenico Ventures prior to its deregistration, (b) any and all claims that they may have now or will have in the future that arise out of the conduct of the remaining Defendants, and (c) any other rights and remedies available to Plaintiffs that relate in any way to the above-captioned action (the “Preserved Claims”);

WHEREAS, in entering into this Joint Stipulation, Plaintiffs state that they expressly reserve any and all rights and remedies available to them, their successors or assigns, contractually, equitably, and at law, in enforcement of the Preserved Claims, the duties and obligations created thereby or as may be owed to Plaintiffs, their successors and assigns thereunder; and

WHEREAS, in entering into this Joint Stipulation, Defendants state that they do not stipulate nor provide Plaintiffs any assurances about the effect of the dismissal on Plaintiffs’ rights, claims, defenses, remedies, or anything else noted in the two foregoing paragraphs.

Pursuant to Fed. R. Civ. P. 41(a)(1)(A)(ii), it being hereby **FURTHER STIPULATED** and **AGREED** by and among all appearing parties, by and through their respective counsel of record as indicated below, as follows: subject to the foregoing, Plaintiffs voluntarily dismiss without prejudice Ingenico Ventures from the above-captioned action.

Dated: September 27, 2019

IT IS SO STIPULATED AND AGREED:

Defendants Ingenico Inc., Ingenico Corp.,
Ingenico Group SA, and Ingenico Ventures
SAS,

By their attorneys,

/s/ William K. Wray

JOHN A. TARANTINO (BBO #492230)
PATRICIA K. ROCHA (BBO #542348)
WILLIAM K. WRAY, JR. (BBO #689037)
Adler Pollock & Sheehan P.C.
One Citizens Plaza, 8th Floor
Providence, RI 02903
Tel: (401) 274-7200
Fax: (401) 351-4607
jtarantino@apslaw.com
procha@apslaw.com
wwray@apslaw.com

Plaintiffs AnywhereCommerce, Inc.
and BBPOS Limited,

By their attorneys,

/s/ Jonathon D. Friedmann

JONATHON D. FRIEDMANN (BBO #180130)
jfriedmann@rflawyers.com
ROBERT P. RUDOLPH (BBO # 684583)
rrudolph@rflawyers.com
Rudolph Friedmann LLP
92 State Street
Boston, MA 02109
Tel.: (617) 723-7700
Fax: (617) 227-0313

-and-

/s/ Melissa A. Bozeman

OLIVER D. GRIFFIN
PETER N. KESSLER
MELISSA A. BOZEMAN
Kutak Rock LLP
1760 Market Street, Suite 1100
Philadelphia, PA 19103-4104
Oliver.griffin@kutakrock.com
Peter.kessler@kutakrock.com
Melissa.bozeman@kutakrock.com

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the CM/ECF system will be sent electronically to the registered participants as identified on the NEF on September 27, 2019.

/s/ Melissa A. Bozeman

Melissa A. Bozeman

EXHIBIT A

Greffé du Tribunal de Commerce de Paris1 quai de la Corse
75198 Paris CEDEX 04

N° de gestion 2012B02877

Extrait Kbis**EXTRAIT D'IMMATRICULATION PRINCIPALE AU REGISTRE DU COMMERCE ET DES SOCIETES****à jour au 7 mars 2018****IDENTIFICATION DE LA PERSONNE MORALE**

<i>Immatriculation au RCS, numéro</i>	512 427 550 R.C.S. Paris
<i>Date d'immatriculation</i>	09/02/2012
<i>Transfert du</i>	R.C.S. de Nanterre en date du 30/01/2012
<i>Immatriculation radiée le</i>	07/03/2018
<i>Dénomination ou raison sociale</i>	INGENICO VENTURES
<i>Forme juridique</i>	Société par actions simplifiée (Société à associé unique)
<i>Capital social</i>	42 942 027,00 EUROS
<i>Adresse du siège</i>	28-32 boulevard de Grenelle 75015 Paris
<i>Activités principales</i>	La société a pour objet principal la souscription ou l'acquisition, la gestion et la cession, directement ou indirectement sous quelque forme que ce soit, d'un portefeuille d'instruments financiers, de droits sociaux, d'avances en compte courant ou autres droits financiers, représentatifs de titres ou droits de capital ou de créance ou donnant accès au capital ou droit à l'attribution de titres de créance, dans toutes sociétés, Opvcm ou autres entités juridiques quelconques. La société pourra avoir recours à tous moyens de financement, y compris sous forme d'emprunt bancaire, et consentir toutes garanties, nécessaires à la réalisation de son objet principal. A titre accessoire, la société pourra également exercer des prestations d'études et de conseils au profit d'entreprises en matière d'opérations financières, de stratégie industrielle et de questions connexes, telles que la levée de capitaux, la structuration de capital, l'évaluation, la création, le rachat ou le rapprochement d'entreprises, la recherche en investissements et l'analyse financière ou toute autre forme de recommandation générale concernant la réalisation de transactions sur instruments financiers.
<i>Durée de la personne morale</i>	Jusqu'au 12/05/2108
<i>Date de clôture de l'exercice social</i>	31 décembre

GESTION, DIRECTION, ADMINISTRATION, CONTROLE, ASSOCIES OU MEMBRES***Président***

<i>Dénomination</i>	INGENICO GROUP
<i>Forme juridique</i>	Société anonyme
<i>Adresse</i>	28-32 boulevard de Grenelle 75015 Paris
<i>Immatriculation au RCS, numéro</i>	317 218 758 Paris

Commissaire aux comptes titulaire

<i>Dénomination</i>	MAZARS
<i>Forme juridique</i>	Société anonyme
<i>Adresse</i>	61 rue Henri Regnault - Tour Exaltis 92400 Courbevoie
<i>Immatriculation au RCS, numéro</i>	784 824 153 Nanterre

Commissaire aux comptes suppléant

<i>Nom, prénoms</i>	Simon Jean-Louis
<i>Date et lieu de naissance</i>	Le 17/02/1949 à Sarreguemines (57)
<i>Nationalité</i>	Française
<i>Domicile personnel ou adresse professionnelle</i>	61 rue Henri Regnault 92400 Courbevoie

RENSEIGNEMENTS RELATIFS A L'ACTIVITE ET A L'ETABLISSEMENT PRINCIPAL

Adresse de l'établissement 28-32 boulevard de Grenelle 75015 Paris

Activité(s) exercée(s) La société a pour objet principal la souscription ou l'acquisition, la gestion et la cession, directement ou indirectement sous quelque forme que ce soit, d'un portefeuille d'instruments financiers, de droits sociaux, d'avances en compte courant ou autres droits financiers, représentatifs de titres ou droits de capital ou de créance ou donnant accès au capital ou droit à l'attribution de titres de créance, dans toutes sociétés, Opco ou autres entités juridiques quelconques. La société pourra avoir recours à tous moyens de financement, y compris sous forme d'emprunt bancaire, et consentir toutes garanties, nécessaires à la réalisation de son objet principal. A titre accessoire, la société pourra également exercer des prestations d'études et de conseils au profit d'entreprises en matière d'opérations financières, de stratégie industrielle et de questions connexes, telles que la levée de capitaux, la structuration de capital, l'évaluation, la création, le rachat ou le rapprochement d'entreprises, la recherche en investissements et l'analyse financière ou toute autre forme de recommandation générale concernant la réalisation de transactions sur instruments financiers.

Date de commencement d'activité 06/05/2009

Origine du fonds ou de l'activité Création

Mode d'exploitation Exploitation directe

DISSOLUTION OU DECISION PRONONCANT LA NULLITE

- *Mention n° 10 du 12/02/2018* DISSOLUTION - REUNION DE TOUTES LES PARTS SOCIALES OU ACTIONS ENTRE UNE SEULE MAIN EN VERTU DE L'ARTICLE 1844-5 DU CODE CIVIL A COMPTER DU 18-01-2018

RADIATION

Motif de la radiation Réalisation de la transmission du patrimoine à l'associé unique

Date de radiation 07/03/2018



- *Mention n° 15 du 07/03/2018* RADIATION PAR SUITE DE TRANSMISSION UNIVERSELLE DU PATRIMOINE

OBSERVATIONS ET RENSEIGNEMENTS COMPLEMENTAIRES

- *Mention n° 1 du 09/02/2012* LA SOCIETE NE CONSERVE AUCUNE ACTIVITE A SON ANCIEN SIEGE

- *Mention n° 12 du 12/02/2018* Associé unique : INGENICO GROUP SA 512 427 550 Rcs Paris

Le Greffier

FIN DE L'EXTRAIT

R.C.S. Paris - 07/03/2018 - 09:43:20

Registry of the Commercial Court of Paris

1 Quai de la Corse
75198 Paris Cedex 04

File no. 2012B02877

EXTRACT FROM THE REGISTRY OF COMMERCE AND COMPANIES
As of March 7, 2018

IDENTIFICATION

Company registration number:	512 427 550 R.C.S. Paris (<i>Registration no. at Registry of Commerce and Companies of Paris</i>)
Date of registration:	February 9, 2012
Transfer from:	RCS Nanterre on January 30, 2012
Deregistration date:	March 7, 2018
Corporate name:	INGENICO VENTURES
Legal form of company:	Simplified limited liability company (in French " <i>Société par actions simplifiée</i> " or <i>S.A.S.</i>)
Share capital:	42,942,027.00 Euros
Registered office:	28-32 boulevard de Grenelle – 75015 Paris [France]
Main objectives of the company:	The main purpose of the company is the subscription or acquisition, management and transfer, directly or indirectly in any form whatsoever, of a portfolio of financial instruments, employee rights, current account advances or other financial rights, representing securities or rights of capital or of debt or giving access to their capital or right to the allocation of debt securities, in any company, Opcvm or any other legal entity. The company may use any means of financing, including in the form of a bank loan, and grant any guarantees necessary for the accomplishment of its main purpose. On an ancillary basis, the company may also provide study and advisory services for companies in the field of financial operations, industrial strategy and related matters, such as capital raising, capital structuring, valuation, creation, buy-out or mergers, investment research and financial analysis or any other form of general recommendation concerning the realization of transactions on financial instruments.
Duration of the company:	Until May 12, 2108
Financial year closing date:	December 31

MANAGEMENT, DIRECTORS, AUDITORS, PARTNERS OR MEMBERS

Managing Director

Corporate name	INGENICO GROUP
Legal form of company	Public liability company (in French " <i>Société anonyme</i> " or <i>S.A.</i>)
Registered office:	28-32 boulevard de Grenelle – 75015 Paris [France]
Company registration number:	317 218 758 R.C.S. Paris (<i>Registration no. at Registry of Commerce and Companies of Paris</i>)

Statutory auditor

Company name:	MAZARS
Legal form of company:	Public liability company
Address:	61 rue Henri Regnault-Tour Exaltis 92400 Courbevoie
Company Registration:	784 824 153 RCS NANTERRE (<i>Registration number at Registry of Commerce and Companies of Nanterre</i>)

Substitute Statutory auditor

Last name, First names	Simon, Jean Louis
Date and place of birth	February 17, 1949 at Sarreguemines 57200 (France)
Nationality:	French
Personal or professional address:	61 rue Henri Regnault, 92075 Paris La Défense CEDEX

1 Quai de la Corse
75198 Paris Cedex 04

File no. 2012B02877

DETAILS RELATING TO ACTIVITY AND PRINCIPAL PLACE OF BUSINESS

Address of the principal place of business:

28-32 boulevard de Grenelle – 75015 Paris [France]

Activities of the company:

The main purpose of the company is the subscription or acquisition, management and transfer, directly or indirectly in any form whatsoever, of a portfolio of financial instruments, employee rights, current account advances or other financial rights, representing securities or rights of capital or of debt or giving access to their capital or right to the allocation of debt securities, in any company, Opcvm or any other legal entity. The company may use any means of financing, including in the form of a bank loan, and grant any guarantees necessary for the accomplishment of its main purpose. On an ancillary basis, the company may also provide study and advisory services for companies in the field of financial operations, industrial strategy and related matters, such as capital raising, capital structuring, valuation, creation, buy-out or mergers, investment research and financial analysis or any other form of general recommendation concerning the realization of transactions on financial instruments.

Commencement date of the activities

May 6, 2009

Origin of the company:

By creation of a business

Method of operation:

Direct

DISSOLUTION OR DECLARATION OF NULLITY OF THE COMPANY

Note no. 10 dated February 12, 2018:

Dissolution of the company-as all shares held by a sole shareholder as of January 18, 2018 pursuant to article 1844-5 of the [French] Civil Code.

DEREGISTRATION

Reason for deregistration:

Fulfilment of complete transfer of assets and liabilities to the sole shareholder

Deregistration date:

March 7, 2018

Note no. 10 dated March 7, 2018:

Deregistration due to complete transfer of assets and liabilities to the sole shareholder

COMMENTS AND ADDITIONAL INFORMATION

- *Note no. 1 dated February 9, 2012*

The company does not maintain any activity at its former registered office

- *Note no. 12 dated February 12, 2018*

Sole Shareholder: INGENICO GROUP SA 512 427 550 RCS Paris

Clerk of Court [SEAL]

End of the extract